

Presentment Date and Time: February 18, 2013 at 12:00 p.m. (Prevailing Eastern Time)
Objection Deadline: February 17, 2013 at 4:00 p.m. (Prevailing Eastern Time)

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*Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**NOTICE OF PRESENTMENT OF STIPULATION AND PROPOSED ORDER WITH
RESPECT TO TRANSFER OF EQUIPMENT BY CSI LEASING, INC. TO GMAC
MORTGAGE, LLC**

PLEASE TAKE NOTICE that the undersigned will present the attached *Stipulation and Proposed Order With Respect to Transfer of Equipment by CSI Leasing, Inc. to GMAC Mortgage, LLC* (the “Stipulation and Order”) to the Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004, Room 501, for signature on **February 18, 2013 at 12:00 p.m. (Prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Stipulation and Order must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **February 18, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attn: Gary S. Lee, Todd M. Goren, and Alexandra Steinberg Barrage); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attn: U.S. Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attn: Nancy Lord & Enid N. Stuart); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attn: Joseph N. Cordaro); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attn: Ray Schrock and Craig A. Bruens); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attn: Ken Ziman and Jonathan H. Hofer); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Kenneth Eckstein and Greg Horowitz); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attn: Jennifer C.

DeMarco and Adam Lesman); (j) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (k) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attn: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if no objections to the Stipulation and Order are timely filed, served, and received in accordance with this Notice, the Court may enter the Stipulation and Order without further notice or hearing.

Dated: February 11, 2013
New York, New York

Respectfully submitted,

/s/ Gary S. Lee
Gary S. Lee
Todd M. Goren
Melissa M. Crespo
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
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*Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Case No. 12-12020 (MG)
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RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
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Debtors.)	Jointly Administered
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**STIPULATION AND PROPOSED ORDER WITH RESPECT TO TRANSFER OF
EQUIPMENT BY CSI LEASING, INC. TO GMAC MORTGAGE, LLC**

Subject to the approval of the Court, this stipulation (the “**Stipulation**”) is made and into entered by and between debtor GMAC Mortgage, LLC (“**GMACM**”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (each a “**Debtor**” and collectively, the “**Debtors**”), and CSI Leasing, Inc. (“**CSI**” and together with the Debtors, the “**Parties**”).

WHEREAS, GMACM and CSI were parties (the “**Parties**”) to a certain Master Lease Agreement dated as of July 31, 2002, (the “**Master Lease**”), whereby CSI agreed leased to GMACM equipment pursuant to “Equipment Schedules,” which were executed from time to time and subject to the terms of the Master Lease;

WHEREAS, on May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”);

WHEREAS, Equipment Schedules 48, 49, 50, and 51 are the only active leases between CSI and the Debtors as of January 31, 2013.

WHEREAS, CSI has agreed to transfer title of the real property detailed in Equipment Schedules 48, 49, 50, 51 (the "Equipment") in consideration of all payments that have been made to CSI with respect to all Equipment Schedules.

NOW THEREFORE, it is hereby STIPULATED and AGREED by the Parties, and upon approval by the Bankruptcy Court it shall be SO ORDERED:

1. Title to the Equipment is transferred from CSI to the Debtors on the date hereof in consideration of all payments previously made by the Debtors to CSI.

2. All amounts owed by the Debtors under any Equipment Schedule shall be deemed paid in full as of January 31, 2013.

3. CSI shall be liable for all 2013 personal property taxes owed on the Equipment.

4. The Equipment is transferred on an "as is, where is" basis, without any warranties, express or implied.

5. The transfer described herein shall be void if CSI is required to refund, disgorge, or return any payments of any nature previously paid by the Debtors to CSI pursuant to the Master Lease or any Equipment Schedule.

6. This Order may not be modified other than by a signed writing executed by the Parties hereto or by further order of the Court.

7. This Order may be executed in multiple counterparts, each of which shall be deemed an original but all of which when taken together shall constitute one and the same instrument.

8. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the interpretation and implementation of this Stipulation.

9. This Stipulation shall be binding on the Parties upon execution and approval by this Court, and any prior agreements between the Debtors and CSI shall not in any way alter, modify, or affect the terms of this Stipulation.

10. The terms and conditions of this Stipulation shall be immediately effective and enforceable upon its entry by the Bankruptcy Court.

Dated: February 11, 2013

/s/ Todd M. Goren

Gary S. Lee
Todd M. Goren
Melissa M. Crespo

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1290 Avenue of the Americas
New York, New York 10104
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Facsimile: (212) 468-7900

Counsel to the Debtors and Debtors in Possession

Dated: February 11, 2013

/s/ Jeffrey Rousseau

Jeffrey Rousseau
Senior Vice President & Associate General Counsel

CSI Leasing, Inc.
9990 Old Olive Street Road
St. Louis, Missouri 63141
Telephone: (314) 810-8858
Facsimile: (314) 997-7844

IT IS SO ORDERED

New York, New York
Dated: _____, 2013

HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE